

STATE MS.-DESOTO CO.
FILED

JUL 8 1 58 PM '03

This Instrument Prepared By:
 Union Planters Operations Center
 Gloria Thibeault
 565 Marriott Drive
 Nashville TN 37214
 From information supplied by the Parties.
 CL#3613281661

BK 1762 PG 527
W.E. DAVIS CH. CLK.SUBORDINATION AGREEMENT

WHEREAS, UNION PLANTERS BANK, N.A., is the owner and holder of a Note secured by certain original Deed of Trust executed by Thomas W. Tomlinson and Pansey R. Tomlinson; Husband and Wife, and Bill R. McLaughlin, Trustee(s), of record in Book 1337, Page 507, in the Chancery Clerk's Office for Desoto County, Mississippi, conveying certain property as described therein (the "Union Planters Deed of Trust"); and,

WHEREAS, UNION PLANTERS BANK, N.A., has agreed to subordinate the Union Planters Deed of Trust in accordance with the terms of this agreement.

NOW THEREFORE, in consideration of the premises, and other good and valuable considerations, the said UNION PLANTERS BANK, N.A., declares that it is the owner and holder of the Note secured by the Union Planters Deed of Trust, and agrees that the Union Planters Deed of Trust shall be subordinate to a certain Deed of Trust to William H. Glover, Jr. Trustee, of record in Book 1744 Page 356 Chancery Clerk's Office for Desoto County, State of Mississippi, (the "Superior Deed of Trust") executed by Thomas W. Tomlinson and Pansey R. Tomlinson, Husband and Wife dated June 2, 2003 to secure a Note in the amount of One Hundred Forty Thousand (\$140,000.00) Dollars, payable to the order of Wells Fargo Home Mortgage, Inc., due as set out therein, conveying certain property in Desoto County, Mississippi, described as follows, to wit:

LOT 76, SECTION A, THE PLANTATION, PHASE I, LOCATED IN SECTION 22, TOWNSHIP 1 SOUTH, RANGE 6 WEST, AS RECORDED IN PLAT BOOK 36, PAGES 33-41 IN THE OFFICE OF THE CHANCERY CLERK OF DESOTO COUNTY, MISSISSIPPI.

IT IS UNDERSTOOD AND AGREED that this Subordination Agreement covers only the property herein above described and shall be limited to the Superior Deed of Trust to secure the Note as described therein, or any renewals and extensions thereof, (but not increases in the amount secured thereby) and no further or otherwise. Further, it is expressly agreed that the holder of the Note described in the Superior Deed of Trust will give notice to UNION PLANTERS BANK, N.A., or its successors and assigns, at the address set forth below, of any default under the Superior Deed of Trust and of any sale or other foreclosure action at least 21 days prior to such sale or foreclosure action.

Union Planters Bank, N.A.
 565 Marriott Drive, Building One
 Nashville, TN 37214

IN WITNESS THEREOF, this instrument has been executed on this 30TH day of May, 2003.

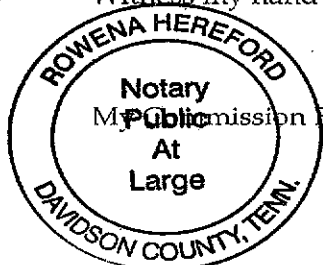
UNION PLANTERS BANK, N.A.

By: Brandon P. RobyTitle: Underwriter III

SDESOTO OF TENNESSEE
 COUNTY OF DAVIDSON

Personally appeared before me, the undersigned, a Notary Public in and for said County and State, Brandon P. Roby, with whom I am personally acquainted, and who, upon oath, acknowledge himself to be Underwriter III of UNION PLANTERS BANK, N.A., the within bargainer, and that he as such officer, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the Corporation by himself as Underwriter III.

Witness my hand and official seal this 30TH day of May, 2003.



My Commission Expires:

My Commission Expires
 Saturday, January 28, 2006

Rowena Hereford
 Notary Public